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UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEVADA

* * * * *

IN RE:

Case No.: BK-20-50314-btb (Chapter 11)
Substantively Consolidated with:
20-50394-btb BLACKRIDGE TECHNOLOGY
HOLDINGS, INC.
Jointly Administrated with:
20-50465-btb BLACKRIDGE RESEARCH INC
INC.

BLACKRIDGE TECHNOLOGY
INTERNATIONAL, INC.

☐ AFFECTS THIS DEBTOR.

☐ AFFECTS BLACKRIDGE
TECHNOLOGY HOLDINGS, INC.

Hearing Date: TBD
Hearing Time:

☐ AFFECTS BLACKRIDGE RESEARCH
INC INC

☒ AFFECTS ALL DEBTORS.

Debtors.

JOINTLY ADMINISTERED DEBTORS' DISCLOSURE STATEMENT

Dated: October 29, 2020

Filed by: STEPHEN R. HARRIS, ESQ.
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Attorneys for Debtors: BLACKRIDGE TECHNOLOGY INTERNATIONAL, INC., a Nevada corporation, BLACKRIDGE TECHNOLOGY HOLDINGS, INC., a Delaware corporation and BLACKRIDGE RESEARCH INC INC., a Nevada corporation, all Jointly Administered Debtors.

I. INTRODUCTION

BLACKRIDGE TECHNOLOGY INTERNATIONAL, INC., a Nevada corporation ("International"), BLACKRIDGE TECHNOLOGY HOLDINGS, INC., a Delaware corporation ("Holdings") and BLACKRIDGE RESEARCH INC INC., a Nevada corporation ("Research"), all Jointly Administered Debtors ("Debtors"), in the above-captioned Chapter 11 case, provide herewith the information contained in this JOINTLY ADMINISTERED DEBTORS' DISCLOSURE STATEMENT ("DISCLOSURE STATEMENT") to all known creditors and other parties in interest of the Debtors in order to disclose that information deemed material, important, and necessary to the creditors to arrive at a reasonably informed decision in exercising their rights to vote for acceptance or rejection of the JOINTLY ADMINISTERED DEBTORS' PLAN OF REORGANIZATION.

Together with this JOINTLY ADMINISTERED DEBTORS' DISCLOSURE STATEMENT, each creditor should also have received a copy of the JOINTLY ADMINISTERED DEBTORS' PLAN OF REORGANIZATION ("PLAN"), a form Ballot on which creditors and other parties in interest who are entitled to vote may cast their respective vote, and a copy of the ORDER APPROVING JOINTLY ADMINISTERED DEBTORS' DISCLOSURE STATEMENT, as may be amended, which indicates that the Bankruptcy Court has approved this JOINTLY ADMINISTERED DEBTORS' DISCLOSURE STATEMENT for circulation to creditors in that it contains information of a kind and of sufficient detail, as far as its reasonably practicable, to enable creditors and other parties in interest to make an informed decision about the PLAN. As indicated in the Instructions accompanying the Ballot, which is the form on which you may cast your vote to accept or reject the PLAN, the Ballot must be mailed to Debtors' counsel in time to insure that your Ballot will be received by the due date. Ballots received after the due date may not be counted.

1 You are urged to carefully read this JOINTLY ADMINISTERED DEBTORS'
 2 DISCLOSURE STATEMENT and the JOINTLY ADMINISTERED DEBTORS' PLAN OF
 3 REORGANIZATION before deciding to accept or reject the PLAN. Particular attention should
 4 be directed to the provisions of the PLAN affecting your rights, as well as the Liquidation
 5 Analysis which describes the results which would be obtained in the event the Debtors' business
 6 is discontinued and its assets liquidated.

7 **II. THE CHAPTER 11 CONFIRMATION PROCESS**

8 The Chapter 11 confirmation process is governed, in large part, by the Bankruptcy Code.
 9 Under the Bankruptcy Code, to be confirmed, the JOINTLY ADMINISTERED DEBTORS'
 10 PLAN OF REORGANIZATION must be accepted by at least one (1) Class of Creditors whose
 11 claims against the Debtors will be "impaired" under the PLAN. Claimants who are scheduled to
 12 receive full payment on their Claims without modification or changes to their right to payment
 13 are deemed unimpaired and to have accepted the PLAN and do not vote. Only Creditors whose
 14 Claims are "impaired" or their right to payment terms is modified or changed are entitled to vote
 15 in favor of accepting or rejecting the PLAN. A Class of claims is "impaired" if the amount to be
 16 paid to the Class provides the Claimants in that Class with less than full payment of the Allowed
 17 Claims in that Class or the terms for repayment are extended beyond the contractual due date or
 18 some other contractual terms are changed. Acceptance by such Class requires at least one-half of
 19 the Creditors in the Class who cast accepting votes on the PLAN, and hold at least two-thirds of
 20 the total dollar amount of the Claims in that Class casting votes on the PLAN.

21 **III. DISCLAIMER**

22 **NO REPRESENTATIONS CONCERNING THE DEBTORS, THEIR FUTURE**
 23 **BUSINESS OPERATIONS OR VALUE OF PROPERTY, ARE AUTHORIZED BY THE**
 24 **DEBTORS, OTHER THAN AS SET FORTH IN THIS STATEMENT. ANY**
 25 **REPRESENTATIONS OR INDUCEMENTS MADE TO SECURE ACCEPTANCE OF**
 26 **THE PLAN OF REORGANIZATION WHICH ARE NOT CONTAINED HEREIN OR IN**
 27 **THE PLAN OF REORGANIZATION SHOULD NOT BE RELIED ON BY ANY**
 28 **CREDITOR OR OTHER PARTY IN INTEREST. ALTHOUGH THE FINANCIAL**

1 INFORMATION CONTAINED HEREIN IS BELIEVED TO BE ACCURATE, IT HAS
 2 NOT BEEN SUBJECTED TO ANY CERTIFIED AUDIT AND IS NOT WARRANTED
 3 OR REPRESENTED TO BE ERROR FREE.

4 IV. DEBTORS' FINANCIAL HISTORY

5 BLACKRIDGE TECHNOLOGY INTERNATIONAL, INC., is a Nevada corporation
 6 ("International"), BLACKRIDGE TECHNOLOGY HOLDINGS, INC., is a Delaware
 7 corporation ("Holdings") and BLACKRIDGE RESEARCH INC INC., is a Nevada corporation
 8 ("Research"), and in fact, on May 19, 2020, this Court entered an ORDER AUTHORIZING
 9 JOINT ADMINISTRATION OF CASES (Docket No. 64), jointly administering International,
 10 Holdings and Research, and designating International as the lead case (Case No. 20-50314).
 11 Subsequently, on June 18, 2020, this Court entered an ORDER GRANTING SUBSTANTIVE
 12 CONSOLIDATION WITH BLACKRIDGE TECHNOLOGY HOLDINGS, INC. (Docket No.
 13 86), substantively consolidating International and Holdings.

14 1. Established in February 2017 and arising from a merger, BlackRidge Technology
 15 International, Inc., a Nevada corporation, Case No. 20-50314, was a publicly traded company on
 16 the OTC bulletin board, with common stock trading near zero and delisted as recently as early
 17 March 2020. International owns one hundred percent (100%) of the issued and outstanding
 18 common stock in BlackRidge Technology Holdings, Inc., a Delaware corporation, a Debtor in
 19 the pending related Chapter 11 Case No. 20-50394. In turn, Holdings owns six (6) subsidiaries
 20 with names and operations/ownership status detailed as follows: BlackRidge Technology, Inc., a
 21 Delaware corporation, operational, minimal assets and one hundred percent (100%) ownership;
 22 BlackRidge Technology Government, Inc., a Delaware corporation, operational and one hundred
 23 percent (100%) ownership; BlackRidge Secure Services, Inc., a Nevada corporation, not
 24 operating, no assets and one hundred percent (100%) ownership; BlackRidge Research Inc Inc.,
 25 a Nevada corporation, operational, significant assets and one hundred percent (100%) ownership,
 26 but reduced to ninety-three percent (93%) ownership after certain preferred stock conversion
 27 rights are exercised; Ridge 88 Technologies PTE, Ltd., a Singapore entity, not operating, no assets
 28 and one hundred percent (100%) ownership; and BlackRidge Latin America, Inc., a Nevada

1 corporation, not operating, no assets and one hundred percent (100%) ownership. Except for
 2 International/Holdings and Research, the successful buyer of the International/Holdings' assets
 3 has the option to purchase some or all of the forementioned subsidiaries for \$1.00 each.

4 2. Historically, the Debtors have focused on the development and sale/marketing of
 5 products that focus on disruptive technology for the cyber-security market, selling adaptive cyber
 6 defense software solutions that authenticate identity before a network connection is established
 7 to proactively protect servers and IoT/IIoT devices, isolate cloud services and segment networks.
 8 The Debtors' multi-patented technology authenticates user or device identity and enforces
 9 security policy on the first packet of a network session. This zero-trust network model blocks or
 10 redirects unidentified and unauthorized traffic to block network scanning, discovery and
 11 unauthorized access.

12 **V. DESCRIPTION AND VALUATION OF ASSETS**

13 The Debtors' personal property assets (there are no real property assets) which existed
 14 on the Petition Date, are generally described and valued as follows:

15 **BLACKRIDGE TECHNOLOGY INTERNATIONAL, INC.**

16 <u>Description</u>	17 <u>Est. Market Value</u>
18 100% Stock ownership in BlackRidge Technology Holdings, Inc.	\$10,000,000.00
19 *Additionally, International possesses a D&O Insurance Policy	N/A

20 **BLACKRIDGE TECHNOLOGY HOLDINGS, INC.**

21 <u>Description</u>	22 <u>Est. Market Value</u>
23 Wells Fargo Checking Account	\$14,981.23
24 Union Bank Checking Account	\$4,937.77
25 Computer Equipment	\$20,000.00
26 Software code and master exclusive license from Research to use Research's intellectual property portfolio	\$10,000.00
27 Federal NOL 2019	\$14,400,000.00
28 100% Stock ownership in the following subsidiaries:	
BlackRidge Technology Inc.	\$213,167.00
BlackRidge Technology Government, Inc.	\$0.00

1	BlackRidge Secure Services, Inc.	\$0.00
2	BlackRidge Research Inc Inc.	\$3,500,000.00
3	Ridge 88 Technologies PTE, Ltd.	\$0.00
4	BlackRidge Latin America, Inc.	\$0.00

5

6 **BLACKRIDGE RESEARCH INC INC.**

7	<u>Description</u>	<u>Est. Market Value</u>
8	Wells Fargo Bank Account	\$240.96
9	Intellectual Property Patent Portfolio	\$1,500,000.00
10	Lease Deposit- 200 S. Virginia Street LLC	\$1,480.00

11

12 **VI. SIGNIFICANT POST-PETITION EVENTS**

13 The following significant events have occurred post-petition:

14 The Debtors have obtained Court approval to employ Harris Law Practice LLC as their
 15 general bankruptcy counsel. On July 28, 2020, Debtors International and Holdings filed their
 16 EMERGENCY MOTION FOR: (1) INTERIM AND FINAL ORDER AUTHORIZING
 17 DEBTOR TO OBTAIN DEBTOR-IN-POSSESSION FINANCING UNDER 11 U.S.C. §105,
 18 362, 363, 364(c)(2) AND F.R.B.P. 4001(c); AND (2) SALE OF SOFTWARE LICENSE AND
 19 SERVICES AGREEMENT TO PROPOSED DIP LENDER UNDER 11 U.S.C. §§363 (b) AND
 20 (f) (Docket No. 103) ("DIP Motion"). The DIP Motion was subsequently supplemented and
 21 amended, and the Court entered an Interim Order approving the DIP Motion (Docket No. 143) on
 22 August 17, 2020, and a Final Order approving the DIP Motion (Docket No. 165) on September
 23 3, 2020. The purpose of the DIP Facility Loan was to provide the Debtor International/Holdings
 24 certain funds to continue to operate their businesses until a §363 free and clear sale of all the
 25 Debtors' assets could be consummated. The DIP Lender, Chowdary Yalamanchili, or his
 26 assignee, is the Stalking Horse Bidder for the purchase and sale of the Debtors' assets, with Court
 27 approval to consider this §363 free and clear sale set for hearing on November 3, 2020, at 2:00
 28 p.m.

Further, the Debtors have obtained Court approval to employ Patagonia Capital Advisors LLC as their investment banker to represent the Debtors in connection with the §363 free and clear sale of the Debtors' software and intellectual property free and clear of liens, claims and encumbrances, pursuant to the DEBTORS' MOTION FOR ENTRY OF AN ORDER (I) AUTHORIZING UNDER SECTIONS 105, 363, 365, 1107 AND 1108 OF THE BANKRUPTCY CODE, (A) THE SALE OF ASSETS PURSUANT TO PURCHASE AGREEMENT FREE AND CLEAR OF LIENS, CLAIMS AND INTERESTS THEREUNDER; (B) ASSUMPTION AND ASSIGNMENT OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES; (C) CONSUMMATION OF THE PURCHASE AGREEMENT AND RELATED DOCUMENTS; AND (II) GRANTING RELATED RELIEF (Docket No. 192).

VII. ADMINISTRATIVE AND UNCLASSIFIED CLAIMS

ADMINISTRATIVE CLAIMS:

All costs and expenses of administration in this case, including any actual and necessary expenses of preserving or liquidating the assets of the Debtors' estate, all allowances, including professional fees and costs, approved by the Court, and any other costs and expenses entitled to priority pursuant to 11 U.S.C. § 507(a)(1) of the Bankruptcy Code and 28 U.S.C. § 1930, shall be paid in full on or before the Effective Date of the Plan. The holders of these claims include the attorneys and investment banker for the Debtors, unpaid post-petition accounts payable (if any), and all fees to be paid to the Office of the United States Trustee. The estimated administrative expenses for the Debtors' reorganization proceeding are from \$280,000.00 to \$330,000.00, and consist of the following:

\$0.00	Trustees fees that are owed the U.S. Trustee's Office for the applicable quarters of 2020 and 2021 prior the Confirmation Date [payment is anticipated to be made when due];
\$200,000.00 to \$250,000	Estimated unpaid professional fees for the Debtors' general bankruptcy attorney, Stephen R. Harris, Esq., of HARRIS LAW PRACTICE LLC, calculated as of the Confirmation Date (estimated at \$250,000.00 for a contested confirmation hearing and \$200,000.00 for an uncontested confirmation hearing); specifically, first interim fees and costs of \$103,291.48, for both International and Holdings, were approved by Court

Order, and first interim fees and costs of \$31,236.58, for Research, was approved by Court Order. It is estimated that interim and final attorney's fees and costs combined for International and Holdings will total \$180,000.00, and interim and final attorney's fees and costs combined for Research will total \$70,000.00.

\$80,000.00 Estimated professional fees for the Debtors' investment banker Patagonia Capital Advisors LLC, are \$80,000.00; specifically, at the sales price of \$900,000.00, for assets of International/Holdings, the fee will be \$45,000.00, and the sales price of \$700,000.00, for the assets of Research, the fee will be \$35,000.00.

\$0.00 Post-petition accounts payable with [all post-petition administrative expenses are expected to be paid in full in the normal course of business prior to the Confirmation Date].

Professional fees, both legal and investment banking, shall continue to accrue up through and subsequent to the Confirmation Date, with final amounts owing subject to Court approval.

UNCLASSIFIED PRIORITY CLAIMS:

UNCLASSIFIED PRIORITY TAX CLAIMS:

1. **Description.** The Debtors' unclassified priority tax claims are as follows:

BLACKRIDGE TECHNOLOGY INTERNATIONAL, INC./

BLACKRIDGE TECHNOLOGY HOLDINGS, INC.

Name	Scheduled Amount	Proof of Claim Priority Amount	Allowed Priority Amount
INTERNAL REVENUE SERVICE (International)	\$0.00	\$3,600.00	\$3,600.00
WASHOE COUNTY TREASURER (International)	\$1,255.00	\$2,061.38	\$2,061.38
INTERNAL REVENUE SERVICE (Holdings)	\$0.00	\$5,508.29	\$5,508.29
NV DEPT. OF TAXATION (Holdings)	\$14,289.62	\$4,178.22	\$4,178.22
CONNECTICUT DEPT. OF LABOR	\$50.00	\$0.00	\$50.00
TOTAL	\$15,594.62	\$15,347.89	\$15,397.89

BLACKRIDGE RESEARCH INC INC.

Name	Scheduled Amount	Proof of Claim Priority Amount	Allowed Priority Amount
Internal Revenue Service	\$0.00	\$6,750.00	\$6,750.00
TOTAL	\$0.00	\$6,750.00	\$6,750.00

UNCLASSIFIED PRIORITY NON-TAX CLAIMS:

2. **Description.** The Debtors' unclassified non-tax priority claims are as follows:

BLACKRIDGE TECHNOLOGY INTERNATIONAL, INC./BLACKRIDGE TECHNOLOGY HOLDINGS, INC. ALLOWED PRIORITY CLAIMS

Name	Scheduled Priority Amount	Proof of Claim Amount	Allowed Priority Amount
ARMSTRONG, MARK	\$13,650.00	\$72,250.00	\$13,650.00
ARMSTRONG, SCOTT	\$13,650.00	\$0	\$13,650.00
BLUHER, JOHN	\$11,093.36	\$0	\$11,093.36
CHARAPALLI, PRASHANTH	\$13,650.00	\$0	\$13,650.00
CHILDS, GLENN	\$13,650.00	\$0	\$13,650.00
COOPER, ROSA	\$13,650.00	\$0	\$13,650.00
DARR, JEFF	\$13,650.00	\$0	\$13,650.00
FINGLES, BRUCE	\$13,650.00	\$0	\$13,650.00
GRAHAM, ROBERT	\$13,650.00	\$0	\$13,650.00
GRAM, CHARLES	\$13,650.00	\$0	\$13,650.00
GROGUN, DAVID	\$13,650.00	\$0	\$13,650.00
HAYES, JOHN	\$13,650.00	\$0	\$13,650.00
HERSHMAN, STEVEN	\$13,650.00	\$0	\$13,650.00
HUBBARD, ROBERT	\$13,650.00	\$0	\$13,650.00
HUIE, JOHNNY	\$13,650.00	\$0	\$13,650.00
JOHNSON, DOUGLAS	\$13,650.00	\$0	\$13,650.00
JOLL, BARAJ	\$13,650.00	\$13,650.00	\$13,650.00

1	KINGERY, REBECCA	\$13,650.00	\$0	\$13,650.00
2	KOHLER, CHRISTOPHER	\$13,650.00	\$0	\$13,650.00
3	LOWE, INDIA	\$13,650.00	\$0	\$13,650.00
4	MARTIN, SEAN	\$13,650.00	\$0	\$13,650.00
5	MAUGUIGAN, MICHAEL	\$2,932.50	\$0	\$2,932.50
6	MENON, SURESH	\$0	\$12,377.00	\$12,377.00
7	MIRACLE, MICHAEL	\$13,650.00	\$0	\$13,650.00
8	MITZEV, OGNIAN	\$13,650.00	\$0	\$13,650.00
9	MONARCHI, ALAN	\$13,650.00	\$33,352.43	\$13,650.00
10	MORAN, CINDY/PIKES WAY LLC	\$0	\$12,000.00	\$12,000.00
11	MURRAY, MICHAEL	\$8,653.68	\$0	\$8,653.68
12	NEELY, MICHAEL	\$13,650.00	\$0	\$13,650.00
13	PEED, DAVID	\$0	\$32,000.00	\$13,650.00
14	PINELLI, MARK	\$13,650.00	\$13,668.68	\$13,650.00
15	PRESTON, THOMAS	\$13,650.00	\$0	\$13,650.00
16	ROSS DEBAUW, HELEN	\$13,650.00	\$0	\$13,650.00
17	SAGER, ANTHONY	\$13,650.00	\$33,333.32	\$13,650.00
18	SAGER, RYAN	\$13,650.00	\$0	\$13,650.00
19	VANLANDINGHAM, JIMMY	\$13,650.00	\$0	\$13,650.00
20	WALSH, JOHN	\$13,650.00	\$73,000.00	\$13,650.00
21	WEAVER, ROY	\$13,650.00	\$0	\$13,650.00
22	WENTZEL, ERIC	\$13,650.00	\$0	\$13,650.00
23	WILCOX, BRIAN	\$13,650.00	\$13,650.00	\$13,650.00
24	WILLARD, CHARISSA	\$13,650.00	\$0	\$13,650.00
25	WILLIAMS, WYATT	\$13,650.00	\$0	\$13,650.00
26	WRIGHT, MARK	\$13,650.00	\$52,495.00	\$13,650.00
27	TOTAL	\$527,729.54	\$361,776.43	\$565,756.54

Pursuant to the Debtors' Plan, the treatment and disposition of the unclassified priority claims, both tax and non-tax, now totaling \$587,904.43, will be as follows: Any claim discrepancy will be resolved by the claim objection process, with the stipulated amount and/or Court decreed amount owing used to calculate that particular creditors' allowed claim being paid by the Debtors. All unclassified priority creditors, shall be paid pro rata of their allowed claim amount, without statutory interest thereon, on or before the Effective Date of the Plan, assuming the Debtors' proposed §363 free and clear sales close escrow, after payments of allowed administrative expenses of \$225,000.00 (est.) from the gross sales proceeds of \$900,000.00 for the International/Holdings assets, less payment of DIP Loan balance proceeds of approximately \$350,000.00, there will be approximately \$325,000.00 available to pay these tax and non-tax priority claims. In the event the Debtors fail to make the payments as set forth hereinabove, the allowed priority creditors, if any, shall have the right to proceed with any administrative and/or judicial remedies available to them, fifteen (15) days after written notice of default has been given to the Debtors and their attorney, Stephen R. Harris, Esq.

VIII. CLASSIFICATION OF CLAIMS AND INTERESTS

Pursuant to Section 1122 of the Bankruptcy Code, claims against the Debtors' estates have been divided into the following classifications for purposes of administration and voting on the Plan:

1. **CLASS 1 CLAIMS [INTERNATIONAL AND HOLDINGS ALLOWED SECURED CREDITORS]**: This Class consists of all allowed secured claims and any disputed secured claims to the extent such disputed secured claims may be proven and allowed by the Court. The Class 1 Secured Claims, calculated post-petition pursuant to the Final DIP Loan Order (with credit given for any post-petition payment(s) received), total approximately \$350,000.00, and are detailed as follows:

<u>Creditor Claims:</u>	<u>Scheduled Amount</u>	<u>Proof of Claim Amount</u>	<u>Allowed Amount</u>
CHOWDARY YALAMANCHILI – DIP Loan Balance	\$0.00	\$0.00	Est. \$350,000.00
Total	\$0.00	\$0.00	Est. \$350,000.00

2. **CLASS 2A CLAIMS [INTERNATIONAL AND HOLDINGS ALLOWED GENERAL UNSECURED CREDITORS]**: This Class 2A consists of all allowed general unsecured claims against the Debtors. The Class 2A Allowed General Unsecured Claims, calculated as of the Petition Date (with credit given for any post-petition payment(s) received), total approximately \$29,271,934.76 and are detailed as follows:

<u>Creditor Claims:</u>	<u>Scheduled Amount</u>	<u>Proof of Claim Amount</u>	<u>Allowed Amount</u>
451 RESEARCH, LLC	\$11,325.00	\$0	\$11,325.00
ALACRITY ADVANCED TECHNOLOGY SOLUTIONS	\$25,000.00	\$0	\$25,000.00
*ALAN MONARCHI	\$19,702.43	\$0	\$19,702.43
ANDREW BARWICKI INCORP.	\$7,200.00	\$0	\$7,200.00
ANDREW FOXCROFT	\$19,051.00	\$0	\$19,051.00
ANDREW WILLIAMS LLC (waived Claim)	\$36,000.00	\$0	\$0.00
ANDREW KAHN	\$32,000.00	\$0	\$32,000.00
ANGELA YALAMANCHILI	\$2,351,741.10	\$0	\$2,351,741.10
ANNE MAYA YALAMANCHILI	\$387,532.88	\$0	\$387,532.88
ANNE MAYA YALAMANCHILI 2001 TRUST	\$300,000.00	\$0	\$300,000.00
*ANTHONY SAGER- non-priority wages	\$28,016.65	\$0	\$19,683.32
APPLICOLOGY INCORPORATED/BOB FLORES	\$18,000.00	\$0	\$18,000.00
ATRION COMMUNICATION RESOURCES, INC.	\$1,250.00	\$0	\$1,250.00
AUCTUS FUND, LLC	\$240,000.00	\$922,339.20	\$922,339.20
AVALANCHE CLOUD CORP dba HYDRANT ID	\$110,000.00	\$110,000.00	\$110,000.00
AWKAS LLC	\$224,802.00	\$0	\$224,802.00
BALRAJ JOLL- non-priority wages	\$215,963.32	\$331,350.00	\$331,350.00
BANTLE, ROBERT	\$350,000.00	\$355,000.00	\$355,000.00

1	BARBARA ELLEN BRIDGES	\$13,803.87	\$0	\$13,803.87
2	BAYBERRY CAPITAL/ JAY WRIGHT (promissory note)	\$158,017.00	\$362,667.00	\$362,667.00
3	BAYBERRY CAPITAL/JAY WRIGHT (consulting fees)	\$148,556.06	\$148,556.00	\$148,556.00
4	BEVERLY T. HUFF IV	\$10,181.00	\$0	\$10,181.00
5	BLUEPEAK TECHNOLOGY SOLUTIONS, LLC	\$56,865.96	\$43,316.98	\$43,316.98
6	BOB BROWN	\$3,937.50	\$0	\$3,937.50
7	BRENT BUNGER	\$55,963.01	\$0	\$55,963.01
8	BRIAN WILCOX-non-priority wages	\$38,433.33	\$82,506.80	\$82,506.80
9	BRIGHTALK, INC.	\$8,399.15	\$0	\$8,399.15
10	BRIGHTPOINT CONSULTING SOLUTIONS LLC	\$27,800.00	\$0	\$27,800.00
11	BRUCE FINGLES- non-priority wages/employee expenses	\$34,612.05	\$0	\$34,612.05
12	BRUCE RATCLIFF	\$406,000.00	\$0	\$406,000.00
13	CANVAS 21, LLC	\$97,309.05	\$0	\$97,309.05
14	CHARLES GRAM- non-priority wages	\$132,774.88	\$0	\$132,774.88
15	CHARLES DAVID MOSS	\$7,149.71	\$7,965.02	\$7,965.02
16	CHARISSA WILLARD- non-priority wages	\$19,016.67	\$0	\$19,016.67
17	CHOWDARY YALAMANCHILI	\$11,442,965.90	\$0	\$11,442,965.90
18	CHRIS HERMON	\$200,000.00	\$0	\$200,000.00
19	CHRISTOPHER ANDERSON	\$5,445.70	\$0	\$5,445.70
20	CHRISTOPHER KOHLER	\$47,600.03	\$0	\$47,600.03
21	CINDY MORAN/ PIKES WAY LLC- non-priority wages	\$24,000.00	\$22,000.00	\$22,000.00
22	CISCO SYSTEMS, INC.	\$7,286.00	\$0	\$7,286.00
23	CLIFTON LARSON ALLEN LLP	\$8,403.75	\$0	\$8,403.75
24	CM CONSULTING	\$2,245.74	\$2,245.74	\$2,245.74
25	CONSORTIUM MANAGEMENT GROUP, INC.	\$500.00	\$0	\$500.00
26				
27				
28				

1	CORPORATION SERVICES COMPANY	\$15,780.00	\$17,454.70	\$17,454.70
2	CROSSOVER CAPITAL FUND I, LLC	\$101,000.00	\$105,236.40	\$105,236.40
3	CROWN INVESTMENTS	\$85,000.00	\$0	\$85,000.00
4	CYBERTECH SINGAPORE (CYSING) LTE LTD.	\$5,500.00	\$0	\$5,500.00
5	DAEMON ENTERPRISE PTE LTD	\$10,000.00	\$30,000.00	\$30,000.00
6	DAVID GROGUN- non-priority wages	\$44,683.33	\$0	\$44,683.33
7	DAVID MANLEY	\$17,875.00	\$220,000.00	\$220,000.00
8	*DAVID PEED non-priority wages	\$24,000.00	\$0	\$18,350.00
9	DAVID WALDEN	\$12,731.25	\$52,397.88	\$52,397.88
10	DAVID WILCOX	\$16,000.00	\$0	\$16,000.00
11	DELL FINANCIAL SERVICES	\$17,828.74	\$0	\$17,828.74
12	DELPHINE S. LUCKS	\$101,849.70	\$0	\$101,849.70
13	DILIGENT CORPORATION	\$10,920.00	\$0	\$10,920.00
14	DISCOVERORG DATA, LLC	\$49,680.00	\$0	\$49,680.00
15	DISERIO MARTIN O'CONNOR & CASTIGLIONI LLP	\$493.00	\$0	\$493.00
16	DLH INTERNATIONAL	\$98,419.23	\$0	\$98,419.23
17	DOUGLAS JOHNSON- non-priority wages/employee expenses	\$212,013.99	\$0	\$212,013.99
18	DREWCORP SERVICES	\$12,892.30	\$0	\$12,892.30
19	EC AMERICA, INC.	\$2,000.00	\$0	\$2,000.00
20	ELLENOFF GROSSMAN AND SCHOLE LLP	\$73,500.00	\$0	\$73,500.00
21	EMA FINANCIAL	\$122,000.00	\$0	\$122,000.00
22	ERIC DAVIDSON ENTERPRISES	\$285,686.00	\$0	\$285,686.00
23	ERIC WENTZEL non-priority wages/note	\$50,350.00	\$34,762.07	\$34,762.07
24	FENCO	\$100,000.00	\$0	\$100,000.00
25	FINN PARTNERS, INC.	\$144,905.63	\$150,490.94	\$150,490.94
26				
27				
28				

1	FIRSTFIRE GLOBAL OPPORTUNITIES FUND, LLC	\$224,000.00	\$0	\$224,000.00
2	FLORIDA HOSPITAL ASSOCIATION	\$5,000.00	\$0	\$5,000.00
3	FORWARD PIVOT, LLC	\$20,625.00	\$0	\$20,625.00
4	GARTNER, INC.	\$22,550.00	\$0	\$22,550.00
5	GARY ANDRESEN	\$49,620.16	\$60,745.00	\$60,745.00
6	GLENN CHILDS- non-priority wages	\$48,183.30	\$0	\$48,183.30
7	GSA CAPITAL PARTNERS, LLC	\$280,000.00	\$0	\$280,000.00
8	HAYNIE & COMPANY	\$5,000.00	\$0	\$5,000.00
9	HELEN DEBAUW ROSS- non-priority wages	\$31,833.33	\$0	\$31,833.33
10	HIGH SIERRA BUSINESS CONSULTANTS, LLC	\$133,044.85	\$179,044.85	\$179,044.85
11	ILOT WORLD	\$12,990.00	\$0	\$12,990.00
12	INDIA LOWER- non-priority wages	\$12,087.00	\$0	\$12,087.00
13	INTERNAL REVENUE SERVICE (Holdings) non-priority	\$0.00	\$15,500.00	\$15,500.00
14	ISSUER DIRECT CORPORATION	\$3,230.00	\$0	\$3,230.00
15	IWAO YUSA	\$25,432.69	\$13,432.69	\$13,432.69
16	JBRG CONSULTANTS	\$36,000.00	\$0	\$36,000.00
17	JEFF DARR-non-priority wages	\$13,549.97	\$0	\$13,549.97
18	JEFFREY LONG-non-priority wages	\$100.00	\$0	\$100.00
19	JIM VANLANDINGHAM non-priority wages/employee expenses	\$135,978.89	\$0	\$135,978.89
20	JOHN HAYES- non-priority wages	\$151,350.00	\$0	\$151,350.00
21	JOHNNY HUIE- non-priority wages/employee expenses	\$55,201.79	\$0	\$55,201.79
22	*JOHN WALSH – non-priority wages/employee expenses	\$199,436.94	\$0.00	\$150,000.00
23	JOHN WALSHE	\$335,316.67	\$0	\$335,316.67
24	JOINGO LLC	\$7,475.00	\$8,243.65	\$8,243.65
25	JOLL LLC	\$92,120.39	\$0	\$92,120.39
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28				

1	KELLY CHEN	\$22,125.00	\$0	\$22,125.00
2	KOSOWSKY, J. ALLEN	\$75,000.00	\$75,579.45	\$75,579.45
3	KRISHNA ADUSUMILLI	\$1,000,000.00	\$0	\$1,000,000.00
4	KYLE HEATH	\$6,500.00	\$0	\$6,500.00
5	LACONIA CAPITAL LLC	\$35,000.00	\$0	\$35,000.00
6	LANNER ELECTRONICS USA INC.	\$58,392.00	\$0	\$58,392.00
7	LEONITE CAPITAL LLC	\$280,000.00	\$	\$280,000.00
8	LINUX FOUNDATION	\$3,333.33	\$0	\$3,333.33
9	MARK ACOSTA	\$18,000.00	\$0	\$18,000.00
10	*MARK ARMSTRONG- non-priority wages	\$41,558.00	\$0	\$64,850.00
11	*MARK PINELLI- non-priority wages	\$1,383.15	\$0	\$16.68
12	*MARK WRIGHT- non-priority wages	\$44,468.33	\$0	\$38,845.00
13	MARTIN ROBLES	\$412.50	\$0	\$412.50
14	MICHAEL MAGUIGAN	\$692.53	\$0	\$692.53
15	MICHAEL MIRACLE- non-priority wages/employee expenses	\$131,074.80	\$0	\$131,074.80
16	MIKE MURRAY	\$16,445.96	\$0	\$16,445.96
17	MIKE NEELY- non-priority wages/employee expenses	\$45,626.67	\$0	\$45,626.67
18	MITCHELL FONG	\$18,000.00	\$0	\$18,000.00
19	MMIV SERVICES LLC	\$84,000.00	\$96,000.00	\$96,000.00
20	MORNINGVIEW	\$55,000.00	\$0	\$55,000.00
21	MZHCI, LLC/PAM SMITH	\$71,658.59	\$0	\$71,658.59
22	NV DEPT. OF TAXATION-non-priority taxes	\$14,289.62	\$1,905.39	\$1,905.39
23	NEVDEX OFFICE PARK 5390, LLC	\$90,744.33	\$301,187.89	\$301,187.89
24	NIKHIL YALAMANCHILI	\$167,889.04	\$0	\$167,889.04
25	NIKHIL YALAMANCHILI 2001 TRUST	\$300,000.00	\$0	\$300,000.00
26	NRS	\$200.00	\$0	\$200.00

1	ODYSSEY	\$282,500.00	\$0	\$282,500.00
2	OGNIAN MITZEV- non-priority wages	\$29,683.00	\$0	\$29,683.00
3	ORACLE CREDIT CORPORATION	\$15,796.10	\$0	\$15,796.10
4	ORLIE YANIV STRATEGIES LLC	\$42,500.00	\$0	\$42,500.00
5	ORRIN CHILDS	\$1,368.20	\$0	\$1,368.20
6	PEAK ONE OPPORTUNITY FUND, LP	\$75,000.00	\$105,000.00	\$105,000.00
7	PILLSBURY WINTHROP SHAW PITTMAN LLP	\$75,125.02	\$0	\$75,125.02
8	PRASHANTH CHARAPALLI – non-priority wages	\$33,850.02	\$0.00	\$33,850.02
9	POWER UP LENDING GROUP, LTD.	\$156,000.00	\$326,123.62	\$326,123.62
10	PROGRAMISTA EAD	\$97,242.50	\$109,002.50	\$109,002.50
11	PROMAR GROUP LLC	\$100,000.00	\$0	\$100,000.00
12	QUESTEX, LLC	\$14,000.00	\$15,087.00	\$15,087.00
13	RAL CAPITAL LTD.	\$36,392.96	\$65,500.00	\$65,500.00
14	REBECCA KINGERY	\$32,978.24	\$0	\$32,978.24
15	RHETT HERNANDEZ	\$24,000.00	\$0	\$24,000.00
16	ROBERT COWART	\$23,250.00	\$0	\$23,250.00
17	ROBERT GRAHAM- non-priority wages	\$190,516.67	\$0	\$190,516.67
18	ROBERT HUBBARD- non-priority wages	\$41,552.33	\$55,202.33	\$41,552.33
19	ROBERT ZAHM	\$25,000.00	UNKNOWN	\$25,000.00
20	ROSA COOPER- non-priority wages	\$37,516.65	\$0	\$37,516.65
21	ROY WEAVER- non-priority wages	\$45,891.67	\$0	\$45,891.67
22	RYAN SAGER- non-priority wages	\$13,032.13	\$0	\$13,032.13
23	SAFELOGIC, INC.	\$20,000.00	\$0	\$20,000.00
24	SALESFORCE.COM INC	\$8,200.00	\$0	\$8,200.00
25	SAM TAKAGI (OSAMU TAKAGI)	\$21,000.00	\$17,500.00	\$17,500.00

1	SCOTT ARMSTRONG- non-priority wages/employee expenses	\$36,410.23	\$0	\$36,410.23
2	SEAN MARTIN- non-priority wages/employee expenses	\$40,729.12	\$0	\$40,729.12
3	SILICON ALLEY ADVISERS	\$241,101.75	\$0	\$241,101.75
4	SNYDER TECHNOLOGIES	\$44,000.00	\$0	\$44,000.00
5	SOFTGATE INTERNATIONAL INC.	\$621,450.00	\$632,012.50	\$632,012.50
6	SOUTHRIDGE SERVICES	\$1,400.00	\$0	\$1,400.00
7	STANLEY CONVERGENT SECURITY SOLUTIONS	\$8,197.50	\$0	\$8,197.50
8	STEVE HERSHMAN- non-priority wages/employee expenses	\$72,345.84	\$0	\$72,345.84
9	STEVE SOLAZZO	\$10,000.00	\$220,000.00	\$220,000.00
10	STEVEN WHITE	\$10,818.00	\$0	\$10,818.00
11	STONE	\$25,000.00	\$0	\$25,000.00
12	SURESH YALAMANCHILI	\$219,643.84	\$0	\$219,643.84
13	SURESH YALAMANCHILI 2001 TRUST	\$400,000.00	\$0	\$400,000.00
14	SYTE LOGIX, INC./DAVE ANDERSON	\$37,000.00	\$78,834.83	\$78,834.83
15	TABLEAU SOFTWARE	\$840.00	\$0	\$840.00
16	THOMAS PRESTON- non-priority wages/employee expenses	\$88,735.48	\$0	\$88,735.48
17	TODD PEPPE	\$24,681.00	\$0	\$24,681.00
18	TWST EVENTS	\$850.00	\$0	\$850.00
19	VATION VENTURES LLC	\$35,000.00	\$0	\$35,000.00
20	VIRESIT TACTICAL SYSTEMS	\$300.00	\$0	\$300.00
21	WATERKNOT SOLUTIONS, LLC	\$10,654.10	\$0	\$10,654.10
22	WESTPORT ASSET FUND, INC.	\$250,000.00	\$255,000.00	\$255,000.00
23	WILFRED SMITH	\$787.71	\$0	\$787.71
24	WILLIAM HUBER	\$0.00	\$225,907.03	\$225,907.03
25	WYATT WILLIAMS	\$2,504.01	\$0	\$2,504.01
26	TOTAL	\$27,056,722.81	\$5,855,097.00	\$29,271,934.76

***CREDITOR CLAIMS LISTED WITH AN ASTERISK AND A PROOF OF CLAIM AMOUNT AS \$0.00 FILED A PRIORITY CLAIM EXCEEDING THE \$13,650.00 ALLOWED PRIORITY AMOUNT PURSUANT TO §507(a)(4).**

CLASS 2B CLAIMS [RESEARCH ALLOWED GENERAL UNSECURED

CREDITORS: This Class 2B consists of all allowed general unsecured claims against Research.

The Class 2B Allowed General Unsecured Claims, calculated as of the Petition Date (with credit given for any post-petition payment(s) received), total approximately \$2,147,000.00 and are detailed as follows:

<u>Creditor Claims:</u>	<u>Scheduled Amount</u>	<u>Proof of Claim Amount</u>	<u>Allowed Amount</u>
CHOWDARY YALAMANCHILI-convertible preferred stock	\$1,500,000.00	\$0	\$1,500,000.00
EMA FINANCIAL	\$122,000.00	\$0	\$122,000.00
RENO 200 S. VIRGINIA LLC	\$2,960.00	\$0	\$0.00- paid
BLACKRIDGE OPPORTUNITY ZONE FUND, LLC (aka ROBERT ZAHM)- convertible preferred stock	\$500,000.00	\$500,000.00	\$500,000.00
ROBERT ZAHM – unsecured note	\$0.00	\$25,000.00	\$25,000.00
TOTAL	\$2,124,960.00	\$525,000.00	\$2,147,000.00

3. CLASS 3 EQUITY STOCK INTERESTS IN THE DEBTORS: This Class 3 consists of the shareholder's equity stock interests in the Debtors. The list of BLACKRIDGE TECHNOLOGY INTERNATIONAL, INC.'s shareholders is attached hereto as **Exhibit "A"** and incorporated by that reference.

BLACKRIDGE TECHNOLOGY INTERNATIONAL, INC. owns 100% of BLACKRIDGE TECHNOLOGY HOLDINGS, INC.

BLACKRIDGE TECHNOLOGY HOLDINGS, INC. owns 100% of BLACKRIDGE RESEARCH INC INC.

IX. TREATMENT OF CLASSES

1. CLASS 1 CLAIMS [INTERNATIONAL AND HOLDINGS ALLOWED SECURED CREDITORS]: The Class 1 Allowed Secured Creditor claim of Chowdary Yalamanchili in the estimated amount of \$350,000.00, shall be paid \$350,000.00, plus unpaid accrued interest at the time of the §363 sale closing. The exact principal balance owing may differ based on DIP loan amounts actually advanced to Debtor. Accordingly, the Class 1 Allowed Secured Creditor claim of Chowdary Yalamanchili is unimpaired under the PLAN.

2A. CLASS 2A CLAIMS [INTERNATIONAL AND HOLDINGS ALLOWED GENERAL UNSECURED CREDITORS]: The International and Holdings Class 2A Allowed General Unsecured Claims, calculated in the total amount of \$29,271,934.76, shall be paid pro rata from §363 net sale monies available. It is projected that there will be no §363 sale monies available to pay the Class 2A Allowed General Unsecured Claims, therefore, amounts owing will remain unpaid, with no prospect for any payment. Accordingly, the Class 2A Allowed General Unsecured claims are impaired under the PLAN.

2B. CLASS 2B CLAIMS [RESEARCH ALLOWED GENERAL UNSECURED CREDITORS]: The Research Class 2B Allowed General Unsecured Claims, calculated in the total amount of \$2,147,000.00, shall be paid pro rata from §363 net sale monies available. It is projected that there will be some §363 sale monies available to pay the Class 2B Allowed General Unsecured Claims, estimated in the amount of \$595,000.00, after deduction of estimated allowed administrative expenses of approximately \$105,000.00. Accordingly, the Class 2B Allowed General Unsecured claims are impaired under the PLAN.

3. CLASS 3 EQUITY INTERESTS OF DEBTORS: The equity interests of the shareholders of existing on the Petition Date shall remain unchanged. The common stock of International/Holdings is estimated to be valued at zero. Accordingly, the Class 3 equity interests of the Debtors are unimpaired under the Plan.

X. BAR DATES FOR FILING CLAIM

The bar date for filing a proof of claim in the International case was July 13, 2020 for all creditors (except a governmental unit). The bar date for filing a proof of claim in the Holdings

case was August 3, 2020 for all creditors (except a governmental unit). The bar date for filing a proof of claim in the Research case was August 31, 2020 for all creditors (except a governmental unit). The bar date for objecting to claims will be sixty (60) days after the date on which the PLAN is confirmed by the Court. All priority unsecured and general unsecured claims which are listed as disputed in the PLAN or who believe that the amounts listed in the PLAN are incorrect, shall file proofs of claim in this case by the bar date set forth above. Failure to file a proof of claim by a disputed claimant or a claimant who disagrees with the amount listed in the PLAN within such time period will result in the amount listed in the PLAN being established as the amount owing to such creditor, and such creditor will participate in the PLAN, based upon its claim listed in the PLAN.

XI. MEANS FOR EXECUTION AND IMPLEMENTATION OF THE PLAN

1. Funding of Proposed Plan Payments

The Debtors shall fund the proposed Plan payments through monies collected from the Court approved §363 sale of the Debtors' assets.

2. Post-Confirmation Default

In the event the Debtors become delinquent in duty or obligation under the Plan, the affected creditor or creditors may provide written notice of such default to the Debtors and their counsel. The Debtors shall thereafter have fifteen (15) business days from receipt of said notice in which to cure the default. In the event such default remains uncured, the affected creditor or creditors shall be entitled to foreclose upon any collateral (if a secured creditor) or take other appropriate action. The Debtors shall have the right to bring the issue of default before the Bankruptcy Court. At any hearing, the Bankruptcy Court may consider the reason for the default and the ability of the Debtors to cure the default in a reasonable period of time. The Bankruptcy Court may also consider conversion of the case to a Chapter 7 of the Bankruptcy Code or dismissal of the same is in the best interest of creditors.

3. Professionals' Fees

After the Confirmation Date of the Plan, the Debtors and any other professional, such as Debtors' general bankruptcy counsel, investment banker, any special purpose counsel or

1 accountants, will not be required to apply to the Court for compensation for services rendered
 2 post-confirmation. Post-confirmation compensation of the Debtors' professionals shall be at their
 3 normal hourly rate(s) and customary cost charges.

4 4. **Distribution**

5 All cash proceeds shall be distributed in the foregoing manner except amounts necessary
 6 to pay disputed claims against the Debtors in the event they are allowed, which shall be held as a
 7 reserve and paid as such claims are determined by agreement between the parties or as are
 8 judicially determined.

9 5. **Taxes**

10 Unless otherwise provided in the Plan, all taxes are paid current and there are no tax liens
 11 on real or personal property owned by the Debtors.

12 **XII. PROVISIONS GOVERNING DISTRIBUTION AND DISCHARGE**

13 1. **THE DISBURSING AGENT.**

14 BLACKRIDGE TECHNOLOGY INTERNATIONAL, INC., BLACKRIDGE
 15 TECHNOLOGY HOLDINGS, INC. and BLACKRIDGE RESEARCH INC INC., in their
 16 capacity as Debtors and Debtors-in-Possession, are ultimately responsible for making all
 17 distributions pursuant to the Plan. To assist it in discharging those responsibilities, Debtors shall
 18 select a depository institution authorized by the Court for all funds which are to be sequestered
 19 for claims of creditors and ultimately distributed to creditors holding allowed claims.

20 2. **UNCLAIMED DISTRIBUTIONS.**

21 Any property to be distributed pursuant to the Plan, if not claimed by the distributee within
 22 one (1) year after the payment, shall be returned to the Debtors.

23 3. **EFFECT OF CONFIRMATION.**

24 Upon confirmation and performance of the Plan, BLACKRIDGE TECHNOLOGY
 25 INTERNATIONAL, INC., BLACKRIDGE TECHNOLOGY HOLDINGS, INC. and
 26 BLACKRIDGE RESEARCH INC INC., shall be discharged from any debt that arose before the
 27 date of Confirmation, and any debt of a kind specified in §§ 502(g), 502(h), or 502(I) of the
 28 Bankruptcy Code, to the full extent permitted by Bankruptcy Code § 1141(d). In addition,

pending execution of the Plan, and unless the Court has otherwise expressly ordered or the Plan otherwise expressly provides, all creditors and parties in interest shall be stayed from proceeding against the assets of BLACKRIDGE TECHNOLOGY INTERNATIONAL, INC., BLACKRIDGE TECHNOLOGY HOLDINGS, INC. and BLACKRIDGE RESEARCH INC INC., including stay of default proceedings.

4. EXCULPATION.

Neither the Unsecured Creditors' Committee, if any, nor Debtors nor any of their respective members, officers, directors, employees, representatives, professionals or agents, will have or incur any liability to any Creditor for any act or omission in connection with or arising out of the Reorganization Cases, including, without limitation, prosecuting confirmation of this Plan, consummation of this Plan, or the administration of this Plan or the property to be distributed under this Plan, except for breach of fiduciary duty, gross negligence, willful misconduct or fraud.

XIII. POST-CONFIRMATION INJUNCTION

No entity may commence, continue or assert any claim, counter-claim, cross-claim, affirmative defense, defense, set off, recoupment, or any action of any kind or nature (collectively "Potential Actions") against Debtors. Confirmation of the Plan shall constitute a permanent injunction against and irrevocable release of any and all Potential Actions. Confirmation of the PLAN shall constitute a permanent injunction against and irrevocable release of any and all Potential Actions.

XIV. EXECUTORY CONTRACTS and LEASES

Reservation of Rights. The Debtors reserve the right to assume or reject, pursuant to §365 of the Code, any executory contract or unexpired lease not assumed or rejected prior to the Confirmation Date. All executory contracts and unexpired leases not specifically assumed or rejected as of the Confirmation Date or as to which an application to reject shall not be pending on the Confirmation Date shall be deemed rejected by the Debtors. Debtor Research hereby assumes or rejects its leases and executory contracts as set forth below:

Lessor/Obligees Name	Description of Lease/Contract	Assume/Reject
Reno 200 S. Virginia Street, LLC	BlackRidge Research Inc Inc. Commercial Real Property Lease	Assume

1 **XV. MISCELLANEOUS PROVISIONS**

2 Notice. Any notice described in or required by the terms of this PLAN or the Code and
3 Rules shall be deemed to have been properly given when actually received or if mailed, five days
4 after the date of mailing, if such shall have been sent by certified mail, return receipt requested,
5 and if sent to:

6 The Debtors, addressed to:
7 STEPHEN R. HARRIS, ESQ.
8 HARRIS LAW PRACTICE LLC
9 6151 Lakeside Drive, Suite 2100
10 Reno, NV 89511

11 Headings. the headings used herein are inserted for convenience only and neither
12 constitute a portion of the PLAN nor in any manner affect the construction of the provisions of
13 the PLAN.

14 Severability. Should any provision of this Plan be determined to be unenforceable
15 following the Effective date, such determination shall in no way limit or affect the enforceability
16 of any and all other provisions of this Plan.

17 Governing Law. Except to the extent that the Code or other applicable federal law is
18 applicable, the rights, duties and obligations arising under this Plan shall be governed by and
19 construed in accordance with the laws of the State of Nevada.

20 Successors and Assigns. The rights, duties and obligations of any Person named or
21 referred to in this Plan shall be binding upon and shall inure to the benefit of the successors and
22 assigns of such person.

23 **XVI. PROCEDURES FOR RESOLVING CONTESTED CLAIMS**

24 Claims Objections. Objections to Claims shall be filed with the Court and served upon
25 each holder of a Claim to which objection is made no later than sixty (60) days after the
26 Confirmation Date.

27 Payment Procedures. Payments to the holder of a Claim to which objection has been made
28 that ultimately becomes an Allowed Claim shall be made in accordance with the provision of the
PLAN with respect to the Class of Creditors to which the holder of such an Allowed Claim
belongs. However, interest, if any, on any funds reserved for a contested claim shall inure to the

benefit of the holder of such an Allowed Claim.

Avoidance Actions. To the extent appropriate, the Debtors shall have the right to bring any and all avoidance actions, the same to be commenced with 90 days of the Confirmation date. Proceeds of all avoidance actions shall vest in the Debtors pursuant to 11 U.S.C. §1141.

XVII. CONFIRMATION REQUEST

The Debtors request that the PLAN be confirmed in accordance with the provisions of §1129(a) and/or §1129(b) of the Code.

XVIII. RETENTION OF JURISDICTION

Notwithstanding confirmation of this PLAN, the Court will retain jurisdiction for the following purposes, and each of them:

1. The Court will retain jurisdiction to determine the allowability and payment of any claim(s) upon any objection(s) thereto (or other appropriate proceedings) by the Debtors or by any other party in interest entitled to proceed in that manner. As part of such retained jurisdiction, the Court will continue to determine the allowability of Administrative Claims and any request(s) for payment(s) thereof, including professional fees and costs which are Administrative Claims.

2. The Court will retain jurisdiction to determine any dispute(s) which may arise regarding the interpretation of any provision(s) of this PLAN.

3. The Court will retain jurisdiction to facilitate the consummation of this PLAN by entering, consistent with the provisions of this PLAN, any further necessary or appropriate order(s) regarding the enforcement of this PLAN and any provision(s) thereof.

4. The Court will retain jurisdiction to adjudicate any cause(s) of action or other proceeding(s) presently pending or otherwise referenced here or elsewhere in this PLAN, including, but not limited to, the adjudication of any and all "core proceedings" under 28 U.S.C. § 157(b), which may be pertinent to this Reorganization Case, and which the Debtors may deem it appropriate to initiate and prosecute in aid of its reorganization.

5. The Court will retain jurisdiction to enter an appropriate final decree in this Reorganization Case.

6. The Court will retain jurisdiction to enter an appropriate final decree, and any

interim order(s), in any adversary proceedings which may be initiated during this Chapter 11 proceeding.

XIX. FEASIBILITY OF DEBTOR'S PLAN

Debtors believe that the PLAN is feasible and their only viable option based upon the §363 free and clear sale of the Debtors' assets.

XX. LIQUIDATION ANALYSIS

Debtors are not proposing an operating PLAN, and business will not continue to be operated by the Debtors due to all of their substantial assets/intellectual property being sold pursuant to a §363 free and clear sale, subject to Court approval on November 3, 2020, at 2:00 p.m.

The PLAN must provide that a nonconsenting impaired claimant or interest holder of a consenting class receive at least as much as would be available had the debtors filed a Chapter 7 petitions instead.

In a Chapter 7 case, the general rule is that the debtor's assets are sold by a trustee. Unsecured creditors share in the proceeds of sale only after secured creditors and administrative claimants are paid. Certain unsecured creditors get paid before other unsecured creditors do. Unsecured creditors with the same priority share in proportion to the amount of their allowed claim in relationship to the total amount of allowed claims. A creditor would recover from the assets of the bankruptcy estate less under Chapter 7 than under Chapter 11 for two reasons. First, the Debtor's Plan proposes to pay all allowed unsecured creditors pro-rata, with interest. Second, in a Chapter 7 case a trustee is appointed and is entitled to compensation from the bankruptcy estate in an amount no more than 25% of the first \$5,000 of all money disbursed, 10% on any amount over \$5,000 but less than \$1,000,000, 5% on all amounts over \$1,000,000 but less than \$3,000,000, and reasonable compensation not to exceed 3% on any amount over \$3,000,000, thus diminishing monies available for payment to unsecured creditors. In a Chapter 7 case, the general rule is that the Debtor's assets are sold by a trustee. Unsecured creditors share in the proceeds of sale only after secured creditors and administrative claimants are paid. Certain unsecured creditors get paid before other unsecured creditors do. Unsecured creditors with the same priority

1 share in proportion to the amount of their allowed claim in relationship to the total amount of
2 allowed claims.

3 Assuming the Debtors had to pay out all unsecured claims outlined above from the
4 liquidation of its personal property, after ongoing administrative expenses there would be no
5 available funds left to pay unsecured priority claims or certain general unsecured claims. Under
6 the proposed Plan, pro rata payments to the tax and non-tax priority creditors are being proposed.
7 Additionally, the Research General Unsecured Creditors are receiving some payment on their
8 claims. Thus, if there were a liquidation of assets, Debtors believe that general unsecured
9 creditors would not receive more on their claims than is being proposed in Debtors' Plan, due to
10 the nature and amount of the Debtors' assets versus the Debtors' liabilities.

11
12 Respectfully submitted this 29th day of October, 2020.

13 STEPHEN R. HARRIS, ESQ.
14 HARRIS LAW PRACTICE LLC

15 */s/ Stephen R. Harris*

16 _____
17 Attorney for Debtors
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EXHIBIT “A”

EXHIBIT “A”

United States Bankruptcy Court
District of Nevada

In re BLACKRIDGE TECHNOLOGY INTERNATIONAL, INC.

Debtor(s)

Case No. 20-50314Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
ACHANTA, RAMMURTHY 1789 AMBER GROVE CV Collierville, TN 38017		111,111	STOCK
ADDARIO, ANTHONY 230 FRANCES LANE San Carlos, CA 94070		23,026	STOCK
ALMONEY, JEFFREY 47955 ANDOVER DRIVE Novi, MI 48374-3469		16,447	STOCK
ANDERSON, GARY 63093 NW VIA CAMBRIA BEND, OR 97703		59,787	STOCK
ANNE MAYA CORPORATION 4420 CYPRESS CREEK PKWY STE 224 Houston, TX 77068		4,000,000	STOCK
ARMSTRONG, SCOTT 106 ELKRIDGE WAY NE Leesburg, VA 20176		398,381	STOCK
AUER, DAVID & CHRISTINE 6348 GALLUP PL Littleton, CO 80120		33,333	STOCK
AUER, DAVID J 6348 S GALLUP PL Littleton, CO 80120		25,000	STOCK
BAIN, SAMUEL E. 39 RUTLAND SQ. NO 2 Boston, MA 02118		49,342	STOCK
BANTLE, ROBERT C. REV. TRUST 365 POST ROAD Darien, CT 06820-3606		45,559	STOCK
BARISH, MICHAEL 200 COLUMBINE STREET STE 800 Denver, CO 80206		100,000	STOCK

In re: **BLACKRIDGE TECHNOLOGY INTERNATIONAL, INC.**Case No. **20-50314**

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
BATEMAN DYNASTY 1065 W 1150 S. Provo, UT 84601		200,000	STOCK
BEARD, EUGENE & NANCY TTEES 101 WORTH AVE PHC Palm Beach, FL 33480		447,222	STOCK
BEARD, EUGENE P. 101 WORTH AVE. PHC Palm Beach, FL 33480		100,000	STOCK
BILLINGS, WILLIAM 125 OLIVE STREET Los Gatos, CA 95030		100,000	STOCK
BISSMEYER PROPERTIES 5856 S LOWELL BLVD NO 32-106 Littleton, CO 80123		50,000	STOCK
BLUHER, JOHN PO BOX 1369 Edwards, CO 81632		1,500,000	STOCK
BOHANNON, THOMAS 1110 PLANTERS TRL Bogart, GA 30622		100,000	STOCK
BOLLA, HEMCHAND 11777 ESTACADO DR Frisco, TX 75033		55,556	STOCK
BRADLEY, CHRIS 46949 BUCKSKIN PL Sterling, VA 20164-8627		51,022	STOCK
BROWN, BOB 11888 RANCHO HEIGHTS RD Pala, CA 92059		126,668	STOCK
BROWN, JAMES EUGENE 7121 S CHERRY TREE LN Salt Lake City, UT 84121		10,000	STOCK
BRUDERMAN, THOMAS 91 CAVALRY RD Westport, CT 06880		235,096	STOCK

In re: **BLACKRIDGE TECHNOLOGY INTERNATIONAL, INC.**

Debtor(s)

Case No. **20-50314**

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
BUCHER, ERIC 97 POPLAR AVE. Hackensack, NJ 07601		44,713	STOCK
BUNGER, BRENT 16884 W MAGLITTO CIR Tomball, TX 77377		142,810	STOCK
CALACOTO II TRUST 19853 PARK DR Saratoga, CA 95070		870,000	STOCK
CALARCO, THOMAS 10803 RIPPON LODGE DR. Fairfax, VA 22032		25,000	STOCK
CARTER, GENE 20771 CRESCENT POINT PLACE Ashburn, VA 20147-3882		5,035	STOCK
CASCIANO, JOHN 13758 ROYAL RED TER Chantilly, VA 20151-2338		11,070	STOCK
CENTRAL BANK CUSTODIAN FBO MELINDA SUMSION IRA 75 N UNIVERSITY AVE Provo, UT 84601		50,000	STOCK
CHALASANI, PRASAD 7980 PLANTATION LAKES DR. Port Saint Lucie, FL 34986		2,000,000	STOCK
CHAPMAN, GREG 11114 CRIPPLEGATE RD. Potomac, MD 20854		197,661	STOCK
CHEN, KELLY 1708 FRAN STREET San Jose, CA 95131		18,125	STOCK
CHENG, THOMAS 187 WALTER HAYES DRIVE Palo Alto, CA 94303		62,500	STOCK

In re: **BLACKRIDGE TECHNOLOGY INTERNATIONAL, INC.**

Debtor(s)

Case No. **20-50314**

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
COMISKY, IAN M. 1454 CATLIN WAY Dresher, PA 19025-1034		111,112	STOCK
CONYERS INVESTMENTS LLC PHILLIPS POINT EAST 777 S FLAGLER DR STE 1001 West Palm Beach, FL 33401		6,313,006	STOCK
COWART, ROBERT 2991 SANDPATH ROAD Bonifay, FL 32425		55,750	STOCK
COWART, SVEN 3000 MULBERRY STREET Marietta, GA 30066		10,625	STOCK
DAMA, SUMANTH KUM 559 CARDIFF Irvine, CA 92606		55,556	STOCK
DARR, JEFFREY 2390 RICHLAND AVE. San Jose, CA 95125-3643		1,000	STOCK
DARR, JEFFREY 1052 WATTS ST Reno, NV 89509		63,190	STOCK
DC CONSULTING 1045 PRIMERA BLVD STE 1033 Lake Mary, FL 32746		80,000	STOCK
DIFFIE, WHITFIELD 288 ELEANOR DRIVE Redwood City, CA 94062		666,667	STOCK
DTC FAST 570 WASHINGTON BLVD Jersey City, NJ 07310		14,104,108	STOCK
ENEBOE, MICHAEL 312 DAVID MOUNTIAN CIR. Georgetown, TX 78633		209,298	STOCK

In re: BLACKRIDGE TECHNOLOGY INTERNATIONAL, INC.Case No. 20-50314

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
ERIC DAVIDSON ENTERPRISES LLC 30010 NE 60TH STREET Camas, WA 98607		1,498,333	STOCK
EVENZ LLC 1 HARDING LN Rumson, NJ 07760		241,000	STOCK
EVERGREEN STRATEGIES LLC 252 S CHARDONNAY CIR Orem, UT 84058		200,000	STOCK
FANZILLI, FRANK 25 HUNTINGTON DR Danbury, CT 06811		20,000	STOCK
FARALLON RESEARCH LLC 436 UNIVERSITY AVE Los Gatos, CA 95032		200,000	STOCK
FILER, ROBERT 1091 GOLDEN HILLS RD Colorado Springs, CO 80919		48,817	STOCK
FINGLES, BRUCE 2703 DIERICX DR Mountain View, CA 94040		954,211	STOCK
FONG, MITCHELL 5390 KIETZKE LN STE 104 Reno, NV 89511		14,375	STOCK
FROH, RANDY 104 FINCHWELL CT. San Jose, CA 95138		1,000	STOCK
GIACCHERINI, THOMAS PO BOX B1146 Carmel Valley, CA 93924		50,000	STOCK
GOLDSTEIN ELKIND NOMINEE TRUST 21 ESSEX ST. North Reading, MA 01864		49,342	STOCK
GRAHAM, ROBERT 400 PANAMINT RD Reno, NV 89521		4,873,097	STOCK

In re: BLACKRIDGE TECHNOLOGY INTERNATIONAL, INC.

Debtor(s)

Case No. 20-50314

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
GRAM, CHARLES 890 W. PECKHAM LN Reno, NV 89509		1,186,781	STOCK
GREENE, PAUL 4410 SOONER STREET Austin, TX 78734		245,000	STOCK
GRIFFITH, WILLIAM 7037 WARFIELD ROAD Gaithersburg, MD 20882-4311		5,033	STOCK
GROWTH VENTURES INC ROTH 401K 14 RED TAIL DR. Littleton, CO 80126		750,000	STOCK
GS CAPITAL PARTNERS LLC 30 BROAD, SUITE 120 New York, NY 10004		280,000	STOCK
HALL, GEORGE 6885 POCA MONTOYA DRIVE Granite Bay, CA 95746-7355		5,000	STOCK
HAMLIN, CHRISTOPHER 37211 SCHOONER DR. The Sea Ranch, CA 95497		132,895	STOCK
HAMLIN, CHRISTOPHER PO BOX 145 Lower Lake, CA 95457		1,270,331	STOCK
HAYES, JOHN WILLIAM 21325 DELTA DR. Reno, NV 89521		23,304,845	STOCK
HAYES, PATRICK 17580 WADELL CT. Hamilton, VA 20158		25,334	STOCK
HENDERSON, ALEX 155 LOS VIENTOS WAY San Carlos, CA 94070		100,000	STOCK
HENDRICKSON, DAVID 20 CANNAAN CLOSE New Canaan, CT 06840		350,000	STOCK

In re: BLACKRIDGE TECHNOLOGY INTERNATIONAL, INC.
Debtor(s)Case No. 20-50314**LIST OF EQUITY SECURITY HOLDERS**
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
HERCULES CAPITAL LLC 1310 W EVANS AVE Denver, CO 80223		200,000	STOCK
HERSHMAN, STEVE 2354 COPPER SPRINGS DR Reno, NV 89521		435,045	STOCK
HOFMAN, STACEY 12000 W NEW HOPE RD Star, ID 83669		500,000	STOCK
HOWELL, JOHN 104 ANGELICA AVE. TORONTO ON 4S 2C9		5,000	STOCK
HUBBARD, ROBERT 222 LUPINE VALLEY RD Aptos, CA 95003		26,500	STOCK
HUBER, WILLIAM 3367 KENZO CT. Mountain View, CA 94040		100,000	STOCK
HUGHES, KURTIS 6636 BOUCHELLE COVE Salt Lake City, UT 84121		100,000	STOCK
HURMIZ, CHARLES 3580 LEACH RD Huntingdon, TN 38344		55,556	STOCK
ILAN INVESTMENTS LLC 4420 FM 1960 STE 224 Houston, TX 77068		4,000,000	STOCK
JACOBS, MICHAEL 703 94TH STREET UNIT 7 Ocean City, MD 21842-5071		10,000	STOCK
JENSEN, ULRIC TOFTE BRAMSHOTT VALE LIPHOOK VALE GU30 7PZ NEW YORK CITY, NY 11111		165,000	STOCK

In re: **BLACKRIDGE TECHNOLOGY INTERNATIONAL, INC.**

Case No. **20-50314**

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
JOGI, NITISHA 1003 PINSONFORK DR. Spring, TX 77379		400,000	STOCK
JOHNSON 2016 TRUST 14 SCHOONER RDG Marblehead, MA 01945		1,000	STOCK
JOHNSON, DOUG 5542 MONTEREY HWY San Jose, CA 95138		420,867	STOCK
KAHN, ANDREW 5 LAKEWOOD LANE Larchmont, NY 10538		591,667	STOCK
KAMNANI, GOBIND 11815 MATAGORDA LN Sugar Land, TX 77498		60,000	STOCK
KAMNANI, NARAIN 129 N HALL DR Sugar Land, TX 77478		60,000	STOCK
KEES, JASON 25613 SE 152ND ST Issaquah, WA 98027		2,500	STOCK
KELLEHER, TIM 16038 HAMILTON STATION RD. Waterford, VA 20197		25,000	STOCK
KEVIN CARROLL GROUP LLC 410 JEFFERSON STREET Alexandria, VA 22314		12,500	STOCK
KINGERY, REBECCA 4682 CARLTON DUNES DR. UNIT 13 Fernandina Beach, FL 32034		21,000	STOCK
KORIPALLI, VENKAT 17534 MEMORIAL RIDGE DR. Spring, TX 77379		1,000,000	STOCK
KOSOWSKY, ALLEN 85 WILLOUGHBY RD Shelton, CT 06484		205,900	STOCK

In re: BLACKRIDGE TECHNOLOGY INTERNATIONAL, INC.Case No. 20-50314

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
KOSOWSKY, ALLEN 85 WILLOUGHBY RD Shelton, CT 06484		526,604	STOCK
KOTHAPALLI, SRINI 2501 JIMMY JOHNSON BLVD STE 500 Port Arthur, TX 77640		1,089,333	STOCK
KOVELAMUDI, SARAD 6436 SUDBURY RD. Plano, TX 75024		800,000	STOCK
KUMAR, GULSHAN 7 SWEETWOOD CIRCLE Westford, MA 01886		30,220	STOCK
LACONIA CAPITOL 12323 ROCHESTER DR. Fairfax, VA 22030		75,000	STOCK
LARSEN, JUSTIN 9256 N 1450 E Logan, UT 84341		85,000	STOCK
LARSEN, MITCHELL 893 S 1100 E Orem, UT 84097		5,000	STOCK
LEE, JOHN H. 2234 NEDERLAND AVE. Port Neches, TX 77651		222,222	STOCK
LEIB, NEIL 1221 COLLINS LN San Jose, CA 95129		77,661	STOCK
LENTZ, ROBERT 1311 VIA TOSCANA WAY Sun City Center, FL 33573		785,814	STOCK
LONG, JEFFREY 14140 RIATA CIRCLE Reno, NV 89521		12,500	STOCK
LUX, MARSHALL 141 EAST 72ND STREET, 5TH FL New York, NY 10021		50,000	STOCK

In re: **BLACKRIDGE TECHNOLOGY INTERNATIONAL, INC.**Case No. **20-50314**

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
MAG VENTURES LLC 3 FAWN HILL RD Burlington, CT 06013		730,000	STOCK
MAHAVIR IRREVOCABLE TRUST 415 KINGS ROW Port Neches, TX 77651		2,222,222	STOCK
MARRACCINI, JAMIE 135 HAMILTON ROAD Sterling, VA 20165-5610		15,100	STOCK
MARTIN, SEAN 14390 E. WINDRIVER LN Reno, NV 89511		72,664	STOCK
MIRACLE, MICHAEL 14 CHARDONNAY DR Holmdel, NJ 07733		1,420,852	STOCK
MONARCHI, ALAN 7269 S BORADWAY Red Hook, NY 12571		23,334	STOCK
MOSS, CHARLES DAVID 248 S. PRESIDIO DR. Gilbert, AZ 85233		5,000	STOCK
MURRAY, MICHAEL 100 PIER 4 BLVD UNIT 215 Boston, MA 02210		300,000	STOCK
NEELY, MIKE 16 LIKA DRIVE Dover, NH 03820		28,875	STOCK
NEMELKA, ALEXANDRIA 4915 FILMORE ST Denver, CO 80216		565,670	STOCK
NEMELKA, DAVID 2662 STONEBURY LOOP RD Springville, UT 84663		100,000	STOCK
NEMELKA, MICHAEL 3164 UPLAND TER NW Washington, DC 20015		150,000	STOCK

In re: BLACKRIDGE TECHNOLOGY INTERNATIONAL, INC.
Debtor(s)

Case No. 20-50314

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
NOBLES, D. WAYNE 20501 PAMELA WAY Saratoga, CA 95070		101,774	STOCK
O'BRIEN, DAVID 9424 ELGER MILL RD. Montgomery Village, MD 20886		1,000	STOCK
O'CALLAGHAN CAPITAL LLC 615 S WILLIAMS ST Denver, CO 80209		25,000	STOCK
ONGMAN, SUSAN 2940 INEZ STREET Redding, CA 96002		139,930	STOCK
ORR, JOHN W. 61 KNOLLWOOD LANE New Canaan, CT 06840		30,000	STOCK
PALKAR, VAISHALI 5811 W WALLBROOK DR San Jose, CA 95129		6,923	STOCK
PALMER, THOMAS 102 PONCA BND San Antonio, TX 78231		10,000	STOCK
PAPPAS, RICH 1250 ALTAMEAD DRIVE Los Altos, CA 94024-5568		1,000	STOCK
PARRY, SCOTT A. 3096 SOMERSET LN Santa Clara, UT 84765		25,000	STOCK
PATRIOT TECHNOLOGIES 5108 PEGASUS CT. STE. F Frederick, MD 21704-8328		32,895	STOCK
PERRELLI, JONATHAN & DUSTY 116 HAMILTON RD. Sterling, VA 20165		22,342	STOCK
PERRELLI, MARC 10522 FOX CREST COURT Great Falls, VA 22066-1746		3,059	STOCK

In re: **BLACKRIDGE TECHNOLOGY INTERNATIONAL, INC.**

Debtor(s)

Case No. **20-50314**

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
PETRUS, JAMES R. 18 SHENANDOAH DR. Concord, NH 03301-7920		2,500	STOCK
POPE, ERIC 1697 N 1740 W Provo, UT 84604		25,000	STOCK
POPE, LOUIS M 10767 N TOWN CTR W American Fork, UT 84003		100,000	STOCK
RATCLIFF, BRUCE 66 MANOR ROAD Red Hook, NY 12571		588,315	STOCK
RAVI, RINIVAS 3647 NORWICH LN Frisco, TX 75033		111,111	STOCK
RAYMOND, MIKE 1830 FOUNTAIN DRIVE UNIT 607 Reston, VA 20190		16,447	STOCK
REAM, JASON 2062 S PARKVIEW DR Mapleton, UT 84664		100,000	STOCK
RENAISSANCE STRATEGIC VENTURES CO INVEST FUND LLC 1300 WILSON BLVD STE 320 Arlington, VA 22209		93,576	STOCK
REY, DAVID 1322 WINDSOR RIDGE LANE Annapolis, MD 21409		50,904	STOCK
RICE, DAVID 27200 PRADO DEL SOL Carmel, CA 93923-9526		10,000	STOCK
RIEGEL JR., GEORGE 13429 GLENDOWER DR. Midlothian, VA 23113		614,867	STOCK

In re: **BLACKRIDGE TECHNOLOGY INTERNATIONAL, INC.**

Debtor(s)

Case No. **20-50314**

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
ROBINSON, ERIC 551 INDIAN SPRINGS RD Bountiful, UT 84010		5,000	STOCK
ROBINSON, PATRICK 88 NEARWATER LN Darien, CT 06820		83,330	STOCK
SAGER, ANTHONY 59 BATTENFELD RD Red Hook, NY 12571		100,953	STOCK
SAGER, RYAN 45 ROKEBY RD. Red Hook, NY 12571		12,667	STOCK
SECUREFORCE LLC 248 SPRINGVALE RD Great Falls, VA 22066		25,503	STOCK
SEVERANE, H LEIGH 14282 E. CALEY AVE Aurora, CO 80016		50,000	STOCK
SHARPE, GLENN 71 POLAR STREET Brooklyn, NY 11201		11,111	STOCK
SMITH, SCOTT 323 PAINTED HILLS DR Ivins, UT 84738		25,000	STOCK
SMITH, STEFEN 14468 VILLAGE HIGH ST. Gainesville, VA 20155		3,059	STOCK
STALLINGS, GEORGE 7615 SHADY VILLA WALK Houston, TX 77055		400,000	STOCK
STEIN, ROB 11707 SADDLE CRESCENT CIR Oakton, VA 22124-2339		101,774	STOCK
SURESH YALAMANCHILI 2001 TRUST 4420 CYPRESS CREEK PLWY SUITE 224 Houston, TX 77068		87,500	STOCK

In re: **BLACKRIDGE TECHNOLOGY INTERNATIONAL, INC.**

Debtor(s)

Case No. **20-50314**

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
SWANSON, CHARLES & TAMI 2007 HIGHWAY 89 Fish Haven, ID 83287		30,220	STOCK
THE JALALI FAMILY PARTNERSHIP LTD PO BOX 966 Mauriceville, TX 77626		333,333	STOCK
THOMAS, RALPH WILLIAM 141 HOBBLE CREEK CYN Springville, UT 84663-9541		25,000	STOCK
THUOTTE, JOHN R. 840 LOMA DRIVE, APT. 1 Hermosa Beach, CA 90254-4268		25,091	STOCK
UKTIRATNA FAMILY LIVING TRUST 19 GREENFIELD LANE Storrs Mansfield, CT 06268		140,000	STOCK
UNDERWOOD, HIGH AND CAROL 19853 PARK DR. Saratoga, CA 95070		366,670	STOCK
VANLANDINGHAM, JIMMY 9340 HUMMER CT Reno, NV 89521		248,810	STOCK
VOSSLER, MIKE 1 FRESH MEADOW LN Darien, CT 06820		553,931	STOCK
WALKER, COREY 1988 E 3075 N Logan, UT 84341		15,000	STOCK
WALKER, RON 10615 PROFESSIONAL CIR. STE 201 Reno, NV 89521		6,579	STOCK
WALSH, ED 15 KENDRA DR Sudbury, MA 01776		50,685	STOCK
WALSHE, JOHN 9 EVERGREEN CIR Westford, MA 01886		366,667	STOCK

In re: BLACKRIDGE TECHNOLOGY INTERNATIONAL, INC.Case No. 20-50314

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
WALTER, DAVID 613 VISTA LANE Ione, CA 95640		10,000	STOCK
WALTER, DAVID 613 VISTA LANE Ione, CA 95640		14,000	STOCK
WENTZEL, ERIC P. RECOVERABLE LIVING TRUST 16865 BIG PINE DRIVE Reno, NV 89511-3796		183,622	STOCK
WERNER, ULRICH 10909 CRIPPLEGATE RD. Potomac, MD 20854		65,789	STOCK
WHITE ROCK INVESTMENTS LLC 276 HOBBLE CREEK CYN Springville, UT 84663		10,000	STOCK
WILCOX, BRIAN 3202 BANESTONE RD Sparks, NV 89436		83,334	STOCK
WILLARD, CHARISSA 436 UNIVERSITY AVE Los Gatos, CA 95032		189,250	STOCK
WING, MALCOM 6363 PINE VALLEY DRIVE Santa Rosa, CA 95409		33,000	STOCK
WING, MALCOM 2893 RAMONA STREET Palo Alto, CA 94306		185,000	STOCK
WRIGHT, JAY 9752 AVENEL FARM DRIVE Potomac, MD 20854		340,770	STOCK
WRIGHT, MARK 3300 NARVAEZ AVE. SPC. 172 San Jose, CA 95136-1251		1,000	STOCK
WRIGHT, MARK R 3300 NARVAEX SPC 172 San Jose, CA 95136		232,137	STOCK

In re: BLACKRIDGE TECHNOLOGY INTERNATIONAL, INC.
Debtor(s)Case No. 20-50314**LIST OF EQUITY SECURITY HOLDERS**
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
YALAMANCHILI, ANGELA 11204 CYPRESS CT Houston, TX 77065		1,000,000	STOCK
YALAMANCHILI, CHOWDARY 4420 FM 1960 STE 224 Houston, TX 77068		1,000,000	STOCK
YALAMANCHILI, PRATAP 2800 BROWNING DR. Piano, TX 75093		800,000	STOCK
YALAMANCHILI, SRINIVAS C/O 4420 FM 1960 WEST STE 224 Houston, TX 77068		87,500	STOCK
YALAMANCHILI, SRINIVAS 8101 SUTHERLAND LN Piano, TX 75025		400,000	STOCK
YALAMANCHILI, SUBHAKAR 13634 KLUGE CORNER LANE Cypress, TX 77429-5955		1,200,000	STOCK
YALAMANCHILI, SURESH 2001 TRUST 4420 CYPRESS CREEK PKWY SUITE 224 Houston, TX 77068-3411		312,500	STOCK
YANIZ, ORLIE 445 RIDGE STREET NW Washington, DC 20001		150,000	STOCK
ZAHM, ROBERT 7 RIDGEWOOD DR. Rye, NY 10580		229,382	STOCK

In re: BLACKRIDGE TECHNOLOGY INTERNATIONAL, INC.
Debtor(s)

Case No. 20-50314

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
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DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **PRESIDENT** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date April 3, 2020

Signature /s/ ROBERT J. GRAHAM
ROBERT J. GRAHAM

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.*